



Union Tank Car Company

225 West Washington Street
Chicago, Illinois 60606
312/372-9500

November 15, 1990

0-324A044

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Secretary
Interstate Commerce Commission
12th St. & Constitution Ave., N.W., Room 2215
Washington, DC 20423

Re: Equipment Trust Agreement (Series 9)
Recordation No. 6859

Dear Sir or Madam:

Enclosed are the original and two certified copies of the Twelfth Supplemental Equipment Trust Agreement, dated July 31, 1990, between Union Tank Car Company and Harris Trust and Savings Bank, as Trustee. Also enclosed are the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$30 for the filing fee. Please return the certified copies of each of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5336.

Thank you.

Sincerely,

Patrick J. Allen
Senior Attorney

PJA/jf
UTC9a
Enclosures

RECORDATION NO. 685921
FILED 1425

NOV 20 1990 -2 55 PM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 6859 V
FILED 1425

NOV 20 1990 -2 55 PM

INTERSTATE COMMERCE COMMISSION



A MEMBER OF THE MARMON GROUP OF COMPANIES

REGISTRATION NO. 68592 FILED 1423

NOV 20 1990 -2 25 PM

INTERSTATE COMMERCE COMMISSION

STATE OF ILLINOIS)
COUNTY OF COOK)

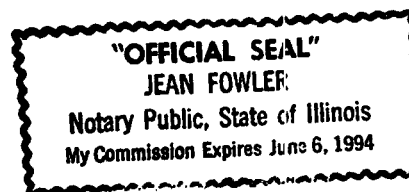
CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Bill of Sale, dated November 13, 1990, with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 15th day of November, 1990.


Notary Public

utc9a



RECORDED NO. 28527
FILED 1423

NOV 20 1990 2 22 PM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

HARRIS TRUST & SAVINGS BANK
as Trustee under Equipment Trust Agreement
Dated January 15, 1973
(Series 9)
to
UNION TANK CAR COMPANY

KNOW ALL MEN BY THESE PRESENTS, that Harris Trust & Savings Bank ("Trustee"), as Trustee under that certain Equipment Trust Agreement ("Agreement"), dated January 15, 1973 by and between Trustee and Union Tank Car Company ("Company"), in consideration of the conveyance to Trustee of certain Equipment (as defined in the Agreement) to be substituted under the Agreement and other compliance by Company with the terms of the Agreement, and particularly Section 5.06 thereof with respect to such substitutions, and other good and valuable considerations, the receipt whereof is acknowledged, does hereby sell, assign, transfer, set over and deliver unto Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by Company to Trustee pursuant to the Agreement, which units of Equipment are fully described in Schedule B hereto, hereby warranting that such Equipment is free and clear from all liens and encumbrances of Trustee.

TO HAVE AND TO HOLD the said Equipment unto Company and its successors and assigns forever.

THIS BILL OF SALE releases the Equipment described in Schedule B hereto from the lien of the Agreement, which was recorded with the Interstate Commerce Commission.

IN WITNESS WHEREOF, Trustee has caused this instrument to be duly executed by a proper corporate officer hereunto duly authorized, and its corporate seal to be hereunto affixed and attested, as of NOVEMBER 13, 1990.

HARRIS TRUST & SAVINGS BANK

By: 

VICE PRESIDENT

(CORPORATE SEAL)

Attest:



Its ASSISTANT SECRETARY

UTC2044-9

STATE OF ILLINOIS

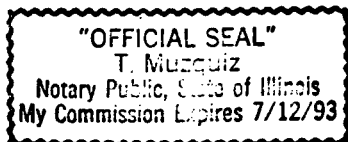
)

) ss

COUNTY OF COOK

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On this 13th day of November, 1990, before me, a Notary Public in and for said State and County, personally appeared R. G. MASON and D. G. DONOVAN, to me personally known, who being by me duly sworn did say that they are, respectively, VICE PRESIDENT and ASSISTANT SECRETARY of Harris Trust & Savings Bank, that the seal affixed to the foregoing instrument is the corporate seal of said Bank, that said instrument was signed and sealed on behalf of said Bank by prior authority; and said persons acknowledge that the execution of the foregoing instrument was the free act and deed of said Bank.



T. Muzquiz
Notary Public

My Commission Expires:

UTC2044-9

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
WRECKED/RETIRED CARS (SCHEDULE B)
R 9 SERIES 9 07/31/90

PAGE 1

| ROAD NUMBER | AAR CODE | CAR CAPACITY | UNIT MEAS | -CODES- CU CTY | | -----DATES----- | | CERTIFICATE TRUST COST | NET BOOK VALUE | SUBSTI- TUTION VALUE * |
|-------------------|-------------|-----------------|--------------|-------------------|---|-----------------|---------------------|------------------------------|-------------------|------------------------------|
| | | | | | | IN USE | WRECKED/ RETIRED | | | |
| RTCX 27367 | TM | 21,000 | GAL | 1 | 1 | 02/75 | 12/89 | \$ 30,343 | \$ 6,954 | \$ 6,954 |
| RTCX 27369 | TM | 21,000 | GAL | 1 | 1 | 02/75 | 12/89 | 30,343 | 6,954 | 6,954 |
| UNPX 100302 | GT | 0 | | 3 | 2 | 10/71 | 04/90 | 20,233 | 1,265 | 2,348 |
| UTLX 58609 | TH | 25,000 | GAL | 1 | 1 | 10/71 | 03/90 | 16,228 | 1,014 | 2,142 |
| UTLX 58797 | TM | 20,000 | GAL | 1 | 1 | 10/71 | 09/89 | 16,240 | 1,015 | 2,625 |
| UTLX 73165 | TMI | 22,000 | GAL | 3 | 2 | 10/71 | 10/89 | 22,427 | 1,402 | 2,884 |
| UTLX 76131 | TMI | 17,000 | GAL | 1 | 1 | 10/71 | 10/89 | 20,181 | 1,261 | 1,749 |
| UTLX 58796 | TM | 20,000 | GAL | 1 | 1 | 10/71 | 07/90 | 16,241 | 1,015 | 2,608 |
| UTLX 58778 | TM | 20,000 | GAL | 1 | 1 | 10/71 | 08/90 | 16,512 | 963 | 1,292 |
| BCOL 2206 | LOC | 3,300 | CUFT | 3 | 2 | 10/71 | 08/90 | 27,939 | 1,630 | 2,676 |
| BCOL 2207 | LOC | 3,300 | CUFT | 3 | 2 | 10/71 | 08/90 | 27,939 | 1,630 | 2,676 |
| BCOL 2208 | LOC | 3,300 | CUFT | 3 | 2 | 10/71 | 08/90 | 27,939 | 1,630 | 2,676 |
| BCOL 2210 | LOC | 3,300 | CUFT | 3 | 2 | 10/71 | 08/90 | 27,939 | 1,630 | 2,676 |
| BCOL 2211 | LOC | 3,300 | CUFT | 3 | 2 | 10/71 | 08/90 | 27,939 | 1,630 | 2,676 |
| NUMBER OF CARS 14 | | | | | | | | \$ 328,443 | \$ 29,993 | \$ 42,936 |

*The greater of: Scrap,
sale, or net book value